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NOV 19 2004

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November 17, 2004

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Ex Parte Notice

Re: Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70.

Dear Ms. Dortch:

Enclosed for the record, as required by Appendix B of the Merger Order in the above-captioned proceeding, is my fourth semi-annual report as Comcast's Corporate Compliance Officer. Please let me know if you have any questions.

Respectfully submitted,

Stanley L. Wang
Corporate Compliance Officer
Comcast Corporation

Attachment

cc: W. Kenneth Ferree, Chief Media Bureau

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Report of Compliance Officer
On Comcast Compliance with Comcast-AT&T Merger Order Safeguards
November 18, 2004

Re: Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70.

A. Background

On May 18, 2004, I submitted the third semi-annual Report as Comcast's Compliance Officer as required by the Safeguards detailed in Appendix B of the Merger Order in the above-captioned proceeding. Today's submission covers the six month period from May 19, 2004 through November 17, 2004.

B. Process

As Comcast's Compliance Officer, I have been authorized to conduct any investigations necessary to perform the duties of my position, and no limitations have been imposed on my ability to conduct such investigations.

On October 22, 2004, I prepared, with the advice of counsel, a memorandum summarizing Comcast's obligations under the Safeguards. This memorandum was addressed to the senior executive officers of Comcast and the senior executives of Comcast's video programming businesses, and was distributed to approximately 70 officers and executives of Comcast and its subsidiaries and affiliates. Each officer and executive was instructed to review the memorandum; distribute a copy to all other appropriate Comcast employees and take necessary steps to assure that these employees comply with the Safeguards; report any instances of potential noncompliance; and return to me a signed acknowledgement that he or she has performed these requirements, and that he or she personally understands, will comply with, and, to date, has complied with the Safeguards. In addition to imposing the above requirements, the memorandum encouraged all Comcast employees to contact Arthur R. Block, General Counsel for Comcast or myself, if they had questions regarding the Safeguards. To date, I have received signed acknowledgments from 55 of the officers and executives to whom the memorandum was sent. The remaining addressees of the memorandum are currently in the process of completing the requisite acknowledgment. A supplement to this report will be submitted to the Media Bureau after my receipt and review of the remaining signed acknowledgments.

C. Results

During the period commencing May 19, 2004 through November 18, 2004, I have consulted with Comcast executives with respect to: 1] potential joint efforts by Comcast and Time Warner Cable, Inc. ("TWC") to develop on demand programming; 2] the formation of a partnership between TWC, Comcast and others to own and manage a regional sports channel; and 3] the terms of a proposed option under which Comcast could acquire cable systems and cash from TWC in exchange for a portion of Comcast's ownership interest in TWC. With regard to the first of these matters, the potential joint efforts were abandoned for business reasons. With regard to the second and third matters, I recommended that the attorneys for Comcast directly contact the staff of the Commission for additional guidance and direction. I understand this has been accomplished and these matters have proceeded in accordance with such guidance.

D. Conclusion

From May 18, 2004, to the present, Comcast has complied with the Safeguards. My investigations, analysis, and opinions regarding Comcast's compliance with the Safeguards have in no way been restricted or limited by Comcast. I personally am unaware of any potential acts of noncompliance, and the acknowledgements returned to me certify that such acts have not occurred by Comcast officers and executives, that those officers and executives are unaware of any acts of noncompliance, and that those officers and executives have ensured that other Comcast employees are aware of the Safeguards and have not engaged in such acts of noncompliance.